IN THE HIGH COURT OF JUDICATURE AT BOMBAY

ORDINARY ORIGINAL CIVIL JURISDICTION

COMPANY PETITION NO.447 OF 2007
CONNECTED WITH
COMPANY APPLICATION NO.376 OF 2006

In the matter of Scheme of Amalgamation of Andagro Foods Private Limited with Noble Resources and Trading India Private Limited.

Andagro Foods Private Limited. Petitioners
(Transferor Co.)

Mr Rajesh Shah i/b Rajesh Shah & Co, for the petitioners.
Ms K.V.Gautam, Dy.Official Liquidator.
Ms S.V.Bharucha with Mr N.D.Sharma with G.C.Mishra for Regional Director.

CORAM: D.B.BHOSALE, J.
DATED: 02.11. 2007.

P.C.:

1. Heard learned counsel for the parties.

2. The sanction of the court is sought under sections 391 to 394 of the Companies Act, 1956 to a Scheme of amalgamation of Andagro Foods Private Limited (for short, ("transferor company") with Noble Resources and Trading Private Limited (for short, "transferee company"). The registered office of the transferee company is situated at New Delhi. This court is informed that the company petition of the transferee company is admitted and pending before the High Court of Delhi for final order.

3. Counsel appearing on behalf of the Petitioners has stated before the court that insofar as transferor is concerned: (i) all the equity shareholders have granted their consents; (ii) all the secured creditors have granted their consents; and (iii) the unsecured creditors at their meeting held on 5.5.2007 have approved the scheme unanimously.

4. Upon perusal of the entire material placed on record, the scheme appears to be fair and reasonable and is not violative of any provisions of law and is not contrary to any public policy.None of the parties concerned has come forward to oppose the scheme. Moreover, both the Regional Director and the Official Liquidator have stated that the scheme as proposed is not contrary to the public interest or prejudicial to the interest of share holders or creditors.

5. There is no objection to the scheme and since all the requisite statutory compliances have been fulfilled, Company Petition No.447 of 2007 filed by the transferor company is made absolute in terms of prayer clauses (a) to (j).

6. The transferor company, if required, to lodge a copy of this order and the scheme with the concerned Superintendent of Stamps for the purpose of adjudication of stamp duty payable, if any, on the same

within 30 days of obtaining the certified copy and/or an authenticated copy of the order.

7. The petitioners to pay cost of Rs.5000/- each to the Regional Director and to the Official Liquidator. Costs to be paid within four weeks from today.

8. Filing and issuance of the drawn up order is dispensed with.

. All authorities concerned to act on a copy of this order duly authenticated by the Registry.

(D.B.BHOSALE, J.)